AMERICAN FINANCIAL CAPITAL TRUST II
Form 424B5
August 21, 2012
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Registration No. 333-179867

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are neither offers to sell nor solicitations of offers to buy these securities in any jurisdiction where the offer or sale thereof is not permitted.

SUBJECT TO COMPLETION

PRELIMINARY PROSPECTUS SUPPLEMENT DATED , 2012

PROSPECTUS SUPPLEMENT

, 2012

(To Prospectus Dated March 2, 2012)

$

% Senior Notes due 2042

We are offering $ principal amount of % Senior Notes due 2042 (the notes). Interest on the notes will accrue from, and including, , 2012 and will be paid quarterly in arrears on , , and of each year, commencing on , 2012. The notes will mature on , 2042. We may at our option redeem the notes in whole or in part on or after , 2017 at a redemption price equal to 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the date of redemption, as described under Description of Senior Notes Optional Redemption on page S- . The notes will be our unsecured obligations and will rank equally with all of our other unsecured senior indebtedness. The notes will be structurally subordinated to all future and existing obligations of our subsidiaries. The notes will be issued only in registered form in denominations of $25 and integral multiples of $25 in excess thereof.

Investing in the notes involves risks that are described in Risk Factors beginning on page 2 of the accompanying prospectus and Item 1A Risk Factors beginning on page 15 of our Annual Report on Form 10-K for the year ended December 31, 2011.

	Per Note	Total
Public offering price (1)	%	$
Underwriting discount (2)	%	$
Proceeds, before expenses, to us (1)(2)	%	$

(1) Plus accrued interest, if any, from , 2012, if settlement occurs after that date.

(2) The underwriting discount of $ per note will be deducted from the public offering price, except that for sales to certain institutions, the underwriting discount deducted will be $ per note, and to the extent of those sales, the total underwriting discount will be less than the total shown above, and the total proceeds, before expenses, to us will be more than the total shown above. As a result of sales to certain institutions, the total proceeds to us, after deducting the underwriting discounts, will equal $.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes are a new issue of securities with no established trading market. We intend to apply to list the notes on the New York Stock Exchange (the NYSE) under the symbol . If the application is approved, we expect trading in the notes to begin within 30 days of , 2012.

We expect that the notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants on or about , 2012.

Joint Book-Running Managers

BofA Merrill Lynch **UBS Investment Bank** **Wells Fargo Securities**

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This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf registration process, we may, from time to time, sell the securities described in the accompanying prospectus in one or more offerings. You should read both this prospectus supplement and the accompanying prospectus together with the documents incorporated by reference herein and therein described in this prospectus supplement and the accompanying prospectus under the heading Where You Can Find More Information.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus or any other documents incorporated by reference is accurate only as of the respective dates of those documents in which the information is contained. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

This prospectus supplement and the accompanying prospectus summarize certain documents and other information, and we refer you to them for a more complete understanding of what we discuss in this prospectus supplement and the accompanying prospectus. In making an investment decision, you should rely on your own examination of our company and the terms of this offering and the notes, including the merits and risks involved.

We are not, and the underwriters are not, making any representation to any purchaser of the notes regarding the legality of an investment in the notes by such purchaser. You should not consider any information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus to be legal, business or tax advice. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding an investment in the notes.

In this prospectus supplement, unless stated otherwise or the context otherwise requires, references to AFG, we, us and our refer to American Financial Group, Inc., an insurance holding company incorporated in Ohio, and its subsidiaries.

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AMERICAN FINANCIAL GROUP, INC.

General

American Financial Group, Inc. (AFG) is a holding company that, through subsidiaries, is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses, and in the sale of traditional fixed and indexed annuities and supplemental insurance products.

Our address is 301 East Fourth Street, Cincinnati, Ohio 45202; its phone number is (513) 579-2121. SEC filings, news releases, AFG s Code of Ethics applicable to directors, officers and employees and other information may be accessed free of charge through AFG s Internet site at: *www.AFGinc.com*. Other than the information specifically contained or incorporated by reference in this prospectus supplement or the accompanying prospectus, information on our website is not part of this prospectus supplement or the accompanying prospectus.

Holding Company Structure

As a holding company, our cash flow and our ability to service our debt, including the notes, are dependent upon the earnings of our subsidiaries and on the distribution of earnings, loans or other payments by our subsidiaries to us. Payment of dividends by our insurance subsidiaries may require prior regulatory notice or approval. The notes will be structurally subordinated to all existing and future obligations of our subsidiaries, including claims of policyholders, which means that holders of obligations of our subsidiaries have claims on the assets of those subsidiaries that have priority to claims of holders of the notes. Our subsidiaries are distinct legal entities having no obligation to pay any amounts pursuant to the notes or to make funds available to us. The indenture governing the notes does not limit the amount of debt that we or any of our subsidiaries may incur.

Recent Developments

Sale of Medicare Supplement and Critical Illness Businesses

On May 10, 2012, AFG s subsidiary, Great American Financial Resources, Inc. (GAFRI), agreed to sell its Medicare Supplement and Critical Illness businesses to Cigna Health and Life Insurance Company for approximately $295 million in cash, subject to post-closing adjustments based upon statutory capital and surplus of the transferred businesses as of the closing date. The transaction is expected to close in the third quarter of 2012 and is subject to customary closing conditions, including, without limitation, receipt of certain regulatory approvals. There can be no assurance that the transaction will be consummated, or if consummated, as to the timing of the consummation. Following consummation of this transaction, AFG s supplemental insurance operations will consist solely of its run-off long-term care business.

Crop Insurance

The extreme heat and dry conditions in the Midwest have affected corn and soybean crop prospects for many of America s farmers. We expect these drought conditions to adversely impact profitability, perhaps materially, in the Property and Transportation Group, and for AFG as a whole, in the second half of 2012 as compared to the same period in 2011. We expect that any losses in the crop insurance operations would be mitigated to some extent by quota share and stop loss reinsurance.

Regulatory Developments

The Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) effects comprehensive changes to the regulation of financial services in the United States and may subject our company to substantial additional federal regulation. Dodd-Frank directs existing and newly-created government agencies and bodies to promulgate regulations implementing the law, a process anticipated to occur over the next few

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years. We cannot predict with any certainty the requirements of the regulations ultimately adopted or how Dodd-Frank and such regulations will affect the financial markets generally, impact our business, credit or financial strength ratings, results of operations, cash flows or financial condition. However, we anticipate that AFG s business and operations may be affected in at least the following ways:

AFG may become subject to new or increased capital requirements.

Dodd-Frank establishes a Federal Insurance Office within the Department of the Treasury to be headed by a director appointed by the Secretary of the Treasury. While not having a general supervisory or regulatory authority over the business of insurance, the director of this office will perform various functions with respect to insurance (other than health insurance), including serving as a non-voting member of the Financial Stability Oversight Council (the Council) established by Dodd-Frank and making recommendations to the Council regarding insurers to be designated for stricter regulation. The director is also required to conduct a study on how to modernize and improve the system of insurance regulation in the United States, including by increased national uniformity through either a federal charter or effective action by the states.

The Council may recommend that state insurance regulators or other regulators apply new or heightened standards and safeguards for activities or practices we and other insurers or other financial services companies engage in that could create or increase the risk that significant liquidity, credit or other problems spread among financial companies. We cannot predict whether any such recommendations will be made or their effect on our business, results of operations, cash flows or financial condition.

Under Title II of the Dodd-Frank Act, the Federal Deposit Insurance Corporation (FDIC), as receiver of a covered financial company, succeeds to the rights, title, powers and privileges of the company and its stockholders, members, directors and officers and may take over and operate the company with all the powers of shareholders, members, directors and officers. The FDIC has the power to liquidate the company through the sale of assets, or transfer of assets to a bridge financial company, to merge the company with another company or transfer assets and liabilities, to pay valid obligations that come due to the extent funds are available, to terminate rights and claims of stockholders and creditors (except their right to payment, resolution, or other satisfaction of their claims in accordance with the provisions of Title II) and to determine and pay claims. To the extent AFG or any of its affiliates is a stockholder or creditor in a firm that becomes a covered financial company in receivership, it could become subject to a termination of rights or claims consistent with the provisions of Title II by the FDIC. If AFG becomes a covered financial company, its creditors, including holders of the notes, would become subject to FDIC s orderly liquidation authority under Title II and therefore subject to termination of rights similar to a liquidation of depository institutions under the Federal Deposit Insurance Act. In such event, the ability of holders of the notes to accelerate or declare an event of default under the notes, without the consent of the FDIC, would be subject to a 90-day stay. Further, the FDIC would have the power to repudiate contracts of AFG which the FDIC determines to be burdensome, which power could extend to obligations such as the notes, and damages for such repudiation would be limited. In addition the FDIC would have the power to enforce most types of contracts, including the notes, notwithstanding provisions in the notes that permit acceleration of the notes upon certain events of insolvency, and may transfer to a new obligor any of AFG s assets and liabilities, including the notes, without the approval or consent of AFG s creditors, including holders of the notes, and in doing so may transfer assets of AFG without transferring some or all of AFG s liabilities. Furthermore, claims of holders of senior debt of AFG, including the notes, would be subordinated to certain U.S. government and other claims, which could be substantial. While the FDIC has backup authority to initiate a liquidation of an insurance company if a State insurance department fails to act within 60 days of a determination triggering orderly liquidation procedures, the FDIC s

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authority is limited to standing in the place of the state insurance department and to filing the appropriate judicial action in the appropriate state court to place the insurer into orderly liquidation under the laws and requirements of the state. If at any time AFG would have total consolidated assets of equal to or greater than $50 billion , AFG could become subject to a risk based assessment to pay in full the obligations issued by the FDIC as receiver of covered financial companies put into Title II proceedings to the Secretary of the Treasury. The FDIC must impose assessments on a graduated basis according to a risk matrix. In recommending and establishing a risk matrix, the Council and the FDIC must consider, among other factors, assessments imposed upon on a financial company or affiliate that is an insured depository institution pursuant to the Federal Deposit Insurance Act, a member of the Securities Investor Protection Corporation pursuant to the Securities Investor Protection Act or an insurance company assessed pursuant to state law to cover the cost of state insolvency proceedings. Thus any assessment imposed upon AFG under Title II would need to consider a risk matrix recognizing assessments imposed upon insurance company subsidiaries of AFG by a state insurance guaranty fund.

AFG s investment activities may become subject to new limitations or restrictions or be impacted by market changes as a result of such limitations or restrictions.

The Dodd-Frank Act generally requires all agreements or arrangements that fall within the swap or security-based swap definitions in the Dodd-Frank Act to be traded on an exchange or regulated swap execution facility and to be centrally cleared through regulated central clearinghouses, unless an exemption is available, which exemptions include an exemption for transactions not accepted for trading or central clearing. These provisions are subject to implementation pursuant to rulemaking by the SEC and the Commodity Futures Trading Commission (CFTC), which have only been partially promulgated. The requirement to exchange trade and centrally clear swap and security-based swap transactions, as well as the CFTC and SEC rules implementing the provisions of the Dodd-Frank Act, may adversely affect our ability to engage in various derivatives transactions of the type we have historically found useful due to the added costs and/or complexity of entering into such transactions. Additionally, under the Dodd-Frank Act entities which are deemed to be swap dealers or major swap participants (MSP) (as defined in the Dodd-Frank Act and the regulations to be promulgated thereunder) will be required to register with the CFTC and entities which are deemed to be security based swap dealers or major security-based swap participants (MSBSP and collectively with MSPs, Major Participants) will be required to register with the SEC. All such dealers and Major Participants will be subject to capital and margin requirements, as well as business conduct rules and reporting requirements, each as promulgated by the CFTC, SEC and certain prudential regulators. Based on the final regulations defining Major Participants, we do not consider it likely that AFG will be a Major Participant based on our current derivatives activity. However, because the Major Participant definition is based on periodic exposures in certain classes of derivatives from time to time, it is possible that at some point in the future AFG may become a Major Participant. If this were to happen, based on the fact that a number of other regulations have not yet been finalized, it is unclear what impact the business conduct, capital and margin requirements applicable to Major Participants may have on our business and/or our hedging and risk mitigation activities. Further, based on the final regulations defining swap and security-based swap, certain safe harbors have been created to carve a number of insurance-related arrangements out of the extremely broad definition of swap, which , when applied literally, could encompass a number of arrangements that have not traditionally been viewed as part of the over-the-counter derivatives market, such as various insurance products. However, because the safe harbors are limited and may not cover all of the insurance products offered by our subsidiaries, without seeking specific no-action relief from the CFTC it is uncertain at this time what impact the Dodd-Frank Act may have on our traditional insurance business.

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Dodd-Frank establishes the Bureau of Consumer Financial Protection (BCFP) as an independent agency within the Federal Reserve Board to regulate consumer financial products and services offered primarily for personal, family or household purposes, with rule-making and enforcement authority over unfair, deceptive or abusive practices. Insurance products and services are not within the BCFP s general jurisdiction. We believe that our insurance subsidiaries offer a very limited number of products, if any, subject to BCFP regulation, and the impact of Dodd-Frank on their operations in this regard should not be material; however, it is possible that the regulations promulgated by the BCFP will assert jurisdiction more expansive than we anticipate.

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SUMMARY OF THE OFFERING

The following summary highlights information contained elsewhere in this prospectus supplement. You should read this summary in conjunction with the more detailed information appearing elsewhere in this prospectus supplement and the accompanying prospectus. For a more complete description of the terms of the notes, see Description of Senior Notes beginning on page S- of this prospectus supplement and Description of Debt Securities beginning on page 4 of the accompanying prospectus.

Issuer	American Financial Group, Inc.
Securities Offered	$ principal amount of % Senior Notes due 2042
Use of Proceeds	We intend to use the net proceeds from this offering, together, if necessary, with cash on hand, to redeem all $115 million aggregate principal amount of our 7 $^{1}/_{8}$% Senior Debentures due 2034 plus accrued and unpaid interest thereon to, but excluding, the date of redemption. Any remaining net proceeds will be used for general corporate purposes. See Use of Proceeds in this prospectus supplement.
Maturity Date	, 2042
Interest Rate and Payment Dates	% per annum payable quarterly in arrears on each , , and of each year, commencing on , 2012, and at maturity.
Ranking	The notes will be our general unsecured senior obligations and will rank equally in right of payment with our existing and future unsecured and unsubordinated debt. The notes will be structurally subordinated to all future and existing obligations of our subsidiaries, including obligations to policyholders.
Optional Redemption	We may at our option redeem the notes, in whole or in part, on or after , 2017 at any time and from time to time, prior to maturity at a price equal to 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the date of redemption, as described on page S- under Description of Senior Notes Optional Redemption.
Listing	We intend to apply to list the notes on the NYSE under the symbol . If the application is approved, we expect trading in the notes to begin within 30 days of , 2012.
Form and Denomination	The notes will be issued in fully registered form in denominations of $25 and integral multiples of $25 in excess thereof.
Trustee and Paying Agent	The trustee and paying agent for the notes is U.S. Bank National Association.

Governing Law	The indenture and the notes will be governed by the laws of the State of New York.

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Risk Factors	Investing in the notes involves risks that are described in the Risk Factors section beginning on page 2 of the accompanying prospectus and those risk factors incorporated by reference into this prospectus supplement and the accompanying prospectus from our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and other documents set forth under Where You Can Find More Information in this prospectus supplement and the accompanying prospectus.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934, as amended, under which we file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy this information at prescribed rates at the SEC s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) 732-0330 for further information about the Public Reference Room. The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers that file electronically with the Securities and Exchange Commission. The address of that site is *www.sec.gov*. You may also access these filings free of charge through AFG s Internet site at *www.AFGinc.com*. Other than the information specifically contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, information on American Financial Group s website is not part of this prospectus supplement or the accompanying prospectus.

AFG s common stock is listed on the NYSE and the Nasdaq Global Select Market under the symbol AFG. Reports, proxy statements and other information regarding American Financial Group, Inc. may be read and copied at the offices of the NYSE located at 20 Broad Street, New York, New York 10005 and at the offices of Nasdaq located at Financial Industry Regulatory Authority Reports Section, 1735 K Street, N.W., Washington, D.C. 20006.

We are incorporating by reference into this prospectus supplement certain information that AFG files with the Securities and Exchange Commission, which means that we are disclosing important information to you by referring you to those documents. The information incorporated by reference is deemed to be part of this prospectus supplement, except for any information superseded by information contained directly in this prospectus supplement. This prospectus supplement incorporates by reference the documents set forth below that AFG has previously filed with the Securities and Exchange Commission.

AFG SEC Filings (File No. 1-13653)	**Period**
Annual Report on Form 10-K	Year Ended December 31, 2011
Quarterly Reports on Form 10-Q	Quarters Ended March 31, 2012 and June 30, 2012
Current Reports on Form 8-K (excluding any information furnished and not filed in such reports under Item 2.02 or Item 7.01)	Filed on May 14, 2012, May 17, 2012, June 5, 2012, June 11, 2012 and August 16, 2012

All documents that AFG files with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, from the date of this prospectus supplement to the completion of the offering of the notes shall also be deemed to be incorporated in this prospectus supplement by reference. Any statement contained in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference into this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus supplement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of these filings, at no cost, by writing or calling us at the following address or telephone number: Karl J. Grafe, Vice President, Assistant General Counsel and Secretary, American Financial Group, Inc., 301 East Fourth Street, Cincinnati, Ohio 45202, (513) 579-2540. Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus supplement.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement (including the information incorporated by reference) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are subject to numerous assumptions, risks or uncertainties. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Some of the forward-looking statements can be identified by the use of forward-looking words such as anticipates, believes, expects, estimates, intends, plans, seeks, could, may, should, will or the negative version of those wo comparable terminology.

Factors that could cause our actual results or financial condition to differ from those in the forward-looking statements may accompany the statements themselves, and include those set forth in the section Risk Factors on page 4 of the accompanying prospectus and page 15 of our Annual Report on Form 10-K for the year ended December 31, 2011. In addition, generally applicable factors that could cause actual results or outcomes to differ from those expressed in the forward-looking statements are and will be discussed in our reports on Forms 10-K, 10-Q and 8-K incorporated by reference in this prospectus supplement and the accompanying prospectus.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in these statements. We do not undertake any obligation to publicly update or review any forward-looking statement.

USE OF PROCEEDS

We expect to receive approximately $ million in net proceeds from the sale of the notes in this offering, after deducting the underwriting discount and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering, together, if necessary, with cash on hand, to redeem all $115 million aggregate principal amount of our 7 $^{1}/_{8}$% Senior Debentures due 2034 plus accrued and unpaid interest thereon to, but excluding, the date of redemption. Any remaining net proceeds will be used for general corporate purposes.

Pending our application of the net proceeds in the manner described above, we intend to invest the net proceeds from the sale of the notes in readily marketable, short-term, interest-bearing investments, including money market accounts.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of June 30, 2012 on an actual basis and as adjusted to give effect to the redemption of $112.5 million aggregate principal amount of 7 $^1/_2$% Senior Notes due November 2033 and $86.25 million aggregate principal amount of 7 $^1/_4$% Senior Notes due January 2034 issued by our subsidiary, AAG Holding Company and guaranteed by Great American Financial Resources, Inc. and by us, which redemptions were completed on July 13, 2012, as well as the offering contemplated hereby and the anticipated use of proceeds therefrom. See Use of Proceeds in this prospectus supplement. The table below should be read together with the detailed information and financial statements appearing in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

	As of June 30, 2012	
	Historical	As Adjusted
	(in millions)	
Direct obligations of AFG:		
% Senior Notes due 2042	$ -	$
6 $^3/_8$% Senior Notes due June 2042	230	230
9 $^7/_8$% Senior Notes due June 2019	350	350
7% Senior Notes due September 2050	132	132
7 $^1/_8$% Senior Debentures due February 2034	115	-
Other	3	3
	830	
Obligations of subsidiaries:		
AAG Holding Company (guaranteed by AFG)		
7 $^1/_2$% Senior Notes due November 2033	112	-
7 $^1/_4$% Senior Notes due January 2034	86	-
Other	130	130
Total long-term debt	1,158	
Shareholders equity	4,622	4,617(a)
Noncontrolling interests	153	153
Total equity	4,775	4,770
Total capitalization	$ 5,933	$

(a) The as adjusted shareholders equity reflects the after-tax impact of the write-off of the unamortized debt issue costs associated with the redemption of the 7 $^1/_2$% Senior Notes due November 2033 and 7 $^1/_4$% Senior Notes due January 2034, each issued by AAG Holding Company and guaranteed by Great American Financial Resources, Inc. and by us, and the 7 $^1/_8$% Senior Notes due February 2034 to be redeemed with the proceeds of this offering.

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DESCRIPTION OF SENIOR NOTES

The following description of the particular terms of the notes supplements the description of the general terms and provisions of debt securities, including the notes, set forth in the accompanying prospectus. Reference is made to the accompanying prospectus for a summary of certain additional provisions of the notes.

The notes will be issued as a separate series of senior debt securities under an indenture, dated as of November 12, 1997 between American Financial Group, Inc. and U.S. Bank National Association (formerly known as Star Bank, N.A.), as trustee (the indenture). We urge you to read the indenture because it, and not the summaries below and in the accompanying prospectus, defines your rights. You may obtain a copy of the indenture from us without charge. See Where You Can Find More Information in this prospectus supplement. Capitalized terms not otherwise defined herein shall have the meanings given to them in the accompanying prospectus and the indenture.

General

We will initially issue $ million aggregate principal amount of the notes. The notes will be issued in minimum denominations of $25 and integral multiples of $25 in excess thereof.

The notes will bear interest at the rate of % per annum. Interest will accrue from , 2012, or from the most recent interest payment date to which we paid or duly provided for interest. We will pay interest on the notes on , , and of each year, beginning , 2012. Interest payments will be made to the persons or entities in whose names the notes are registered at the close of business on , , and , as the case may be, next preceding the relevant interest payment date. Interest will be calculated on the basis of a 360-day year of twelve 30-day months. The notes will mature on , 2042.

If any date on which interest is payable on the notes is not a business day, then payment of principal and interest will be made on the next succeeding business day except that, if such business day is in the next succeeding calendar year, such payment shall be made on the immediately preceding business day, in each case with the same force and effect as if made on the date the payment was originally payable. No interest will accrue due to any such delay in payment on the amount so payable for the period from such interest payment date, redemption date or maturity date, as the case may be, to the date payment is made.

The notes will be represented by one or more global notes deposited with or on behalf of The Depository Trust Company (DTC), or a nominee thereof. The trustee will initially act as paying agent and registrar for the notes. Except as otherwise provided in the indenture, the notes will be registered in the name of that depositary or its nominee. We will pay principal and interest on the notes to the depositary or its nominee, as the case may be, as the registered owner or the holder of the global note. As provided by the indenture, at our option, interest may be paid as the trustee s corporate office or by check mailed to the registered address of the holder of record. See Book-Entry System below and in the accompanying prospectus.

Our insurance subsidiaries are subject to supervision and regulation by the insurance regulatory authorities in the various jurisdictions in which they conduct business. Regulation is intended for the benefit of policyholders rather than shareholders or holders of debt securities. Insurance regulatory authorities have broad regulatory, supervisory and administrative powers relating to solvency standards, licensing, policy rates and forms and the form and content of financial reports. Regulatory actions may affect our ability to implement our business objectives. Also, as disclosed in our Form 10-K for the year ended December 31, 2011 (Item 1A Risk Factors As a holding company, AFG is dependent on the operations of its insurance company subsidiaries to meet its obligations and pay future dividends.) we are limited in the amount of dividends that our insurance subsidiaries can pay us without regulatory notice or approval.

The notes are a new issue of securities with no established trading market. We intend to apply to list the notes on the NYSE. If the application is approved, we expect trading of the notes on the NYSE to commence

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within 30 days of , 2012. The underwriters have advised us that they intend to make a market for the notes, but they have no obligation to do so and may discontinue market making at any time without providing any notice. No assurance can be given as to whether a trading market will develop for the notes or if one develops, as to the liquidity of any such trading market.

Ranking of the Notes

The notes will be senior unsecured obligations of AFG and will rank equal in right of payment to all of our other senior unsecured indebtedness. In addition, we are structured as a holding company and conduct most of our business operations through our subsidiaries. The notes will be effectively subordinated to all existing and future indebtedness and other liabilities and obligations of our subsidiaries, which are distinct legal entities having no obligation to pay any amounts pursuant to the notes or to make funds available.

As of June 30, 2012, after giving effect to the retirement of debt with the proceeds of this offering, we would have had an aggregate of $ million of senior unsecured indebtedness outstanding, no senior secured indebtedness outstanding, and a total of $500 million available under our bank credit facility. We also had approximately $3 million in miscellaneous notes payable outstanding.

As of June 30, 2012, after giving effect to the redemption in July 2012 of the 7 $^{1}/_{2}$% Senior Notes due November 2033 and 7 $^{1}/_{4}$% Senior Notes due January 2034, each issued by AAG Holding Company and guaranteed by Great American Financial Resources, Inc. and by us, our subsidiaries would have had approximately $130 million of long-term indebtedness outstanding. Our subsidiaries also have liabilities associated with insurance policies issued by the subsidiaries, reinsurance obligations and other trade payables and expenses.

Limitation on Liens

The indenture provides that, so long as any debt securities are outstanding, neither we nor any of our restricted subsidiaries may, directly or indirectly, use any voting stock of a restricted subsidiary as security for any of our debt or other obligations unless any debt securities issued under the indenture are secured prior to, or to the same extent as that debt or other obligation. This restriction does not apply to liens on voting stock existing at the time a corporation becomes our restricted subsidiary or any renewal or extension of such existing liens and does not apply to shares of subsidiaries that are not restricted subsidiaries.

The indenture defines restricted subsidiaries as (1) Great American Life Insurance Company and Great American Insurance Company; (2) any other present or future subsidiary of AFG, the consolidated total assets of which constitute at least 20% of our total consolidated assets; and (3) any person which is a successor, by merger or otherwise, to substantially all the business or properties of any subsidiary referred to or described in clauses (1) or (2).

Optional Redemption

We may, at our option, at any time and from time to time, on or after , 2017, redeem the notes in whole or in part on not less than 30 nor more than 60 days prior notice mailed to the holders of the notes. The notes will be redeemable at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption.

On and after any redemption date, interest will cease to accrue on the notes called for redemption. Prior to any redemption date, we are required to deposit with a paying agent money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on such date. If we are redeeming less than all the notes, the trustee under the indenture must select the notes to be redeemed by such method as the trustee deems fair and appropriate.

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Events of Default

In addition to the description of events of default as described in the accompanying prospectus, if an event of default occurs because of certain events in bankruptcy, insolvency or reorganization, the principal amount of the notes will automatically become due and payable, without any action by the trustee or any holder.

Modification

In addition to changes to the indenture listed under Modification and Waiver Changes Requiring Your Approval in the accompanying prospectus, the following changes cannot be made without your approval:

- change in the redemption price;
- change in the date prior to which no redemption may be made; or
- making the principal of, or premium, if any, or interest on the notes payable in anything other than United States dollars.

Book-Entry System

Upon issuance, all notes will be represented by one or more fully registered global certificates, each of which we refer to as a global security. Each such global security will be deposited with or on behalf of DTC, and registered in the name of DTC or a nominee thereof. Purchasers of the notes will hold beneficial interests in the notes only through DTC, or through the accounts that Clearstream Banking, S.A. and Euroclear Bank S.A./N.V. maintain as participants in DTC.

The laws of some states may require that certain purchasers of securities take physical delivery of such securities in definitive form. Such laws may limit or impair the ability to own, transfer or pledge beneficial interests in the notes in global form.

Further Issues

We may from time to time, without notice to or the consent of the registered holders of the notes, create and issue further notes ranking *pari passu* with the notes in all material respects, or in all respects except for the issue date and public offering price or payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes, and so that such further notes may be consolidated and form a single series with the notes offered hereby and have the same terms as to status, redemption or otherwise as the notes offered hereby; provided that such further notes are fungible for U.S. federal income tax purposes with such previously issued notes.

Additional Terms

For additional important information about the notes, see Description of Debt Securities in the accompanying prospectus. That information includes:

- additional information on the terms of the notes;
- general information on the indenture and trustee;
- a description of the limitation on consolidation, merger and sale of assets; and

a description of events of default under the indenture.

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Governing Law

The indenture and the notes offered for sale by this prospectus supplement shall be governed by the laws of the State of New York, without regard to the conflicts of laws rules of such state.

The Trustee

U.S. Bank National Association is acting as trustee under the indenture. U.S. Bank National Association sometimes acts as trustee in connection with obligations issued by us and our subsidiaries and is currently acting as a trustee in connection with certain debt obligations that AFG previously issued. U.S. Bank National Association and its affiliates have, from time to time, performed and in the future may perform various commercial and investment banking services for AFG or its subsidiaries in the ordinary course of business, for which they received or will receive customary fees. U.S. Bank National Association is a lender under our revolving credit facility and its affiliate is acting as one of the underwriters in connection with the offering of the notes.

Listing

The notes are a new issue of securities with no established trading market. We intend to apply to list the notes on the NYSE under the symbol . If the application is approved, we expect trading in the notes to begin within 30 days of , 2012. We cannot assure you that the notes will be approved for listing. The notes have not been approved for listing as of the date of this prospectus supplement.

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ERISA CONSIDERATIONS

Each fiduciary of a pension, profit-sharing or other employee benefit plan to which Title I of the Employee Retit> **483 484 410 597 671 737**

Advisory and other fees	1,306	1,161	1,475	223	278	332	328	225	369	433	448

Total investment banking	**3,543**	**3,309**	**3,890**	**780**	**902**	**815**	**812**	**635**	**966**	**1,104**	**1,185**
Fixed income	5,834	6,191	7,004	2,084	1,183	1,499	1,425	2,116	1,353	1,969	1,566
Equity	3,345	3,795	4,340	1,206	935	768	886	1,066	912	1,341	1,021

Total trading	**9,179**	**9,986**	**11,344**	**3,290**	**2,118**	**2,267**	**2,311**	**3,182**	**2,265**	**3,310**	**2,587**
Other (including loan portfolio)	302	446	313	88	268	83	7	177	186	(13)	(37)

Net revenues	**13,024**	**13,741**	**15,547**	**4,158**	**3,288**	**3,165**	**3,130**	**3,994**	**3,417**	**4,401**	**3,735**

	12 months								
	2003	**2004**	**2005**	**1Q2004**	**2Q2004**	**3Q2004**	**4Q2004**	**1Q2005**	**2Q2005**
Cost/income ratio	83.2%	85.5%	90.2%	76.8%	89.9%	90.6%	87.4%	77.1%	116.4%
Pre-tax margin	15.5%	14.7%	10.3%	23.7%	7.7%	8.6%	16.3%	23.3%	(16.3%)
Compensation/revenue ratio	52.8%	56.5%	55.5%	56.1%	60.8%	55.3%	53.9%	53.5%	57.9%
Average economic risk capital, in CHF m		10,922	13,246	10,708	11,109	11,297	10,852	11,221	12,708
Pre-tax return on average economic risk capital [1)]		20.9%	14.7%	39.1%	11.3%	13.3%	20.3%	35.8%	(15.2%)

1) Calculated using a return excluding funding costs for allocated goodwill

Private Banking income statement (unaudited)

	12 months									
in CHF m	2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q20
Net interest income	**3,651**	**3,651**	**3,716**	**919**	**914**	**911**	**907**	**922**	**924**	**9**
Commissions and fees	4,846	5,434	5,812	1,479	1,359	1,277	1,319	1,403	1,364	1,5
Trading revenues and realized gains/(losses) from investment securities, net	475	629	793	92	325	101	111	167	168	2
Other revenues	274	238	174	72	52	46	68	47	68	
Total noninterest revenues	**5,595**	**6,301**	**6,779**	**1,643**	**1,736**	**1,424**	**1,498**	**1,617**	**1,600**	**1,7**
Net revenues	**9,246**	**9,952**	**10,495**	**2,562**	**2,650**	**2,335**	**2,405**	**2,539**	**2,524**	**2,7**
Provision for credit losses	**404**	**116**	**(71)**	**55**	**51**	**18**	**(8)**	**(16)**	**(28)**	
Compensation and benefits	3,247	3,155	3,588	867	871	770	647	906	876	9
Other expenses	2,900	2,966	3,012	689	755	731	791	675	747	7
Restructuring charges	12	(2)	0	(2)	0	0	0	0	0	
Total operating expenses	**6,159**	**6,119**	**6,600**	**1,554**	**1,626**	**1,501**	**1,438**	**1,581**	**1,623**	**1,6**
Income from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**2,683**	**3,717**	**3,966**	**953**	**973**	**816**	**975**	**974**	**929**	**1,0**

	12 months									
	2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q20

Cost/income ratio	66.6%	61.5%	62.9%	60.7%	61.4%	64.3%	59.8%	62.3%	64.3%	6
Pre-tax margin	29.0%	37.3%	37.8%	37.2%	36.7%	34.9%	40.5%	38.4%	36.8%	3
Net new assets, in CHF bn	16.1	36.8	50.4	14.8	10.1	4.9	7.0	14.1	8.6	1
Average economic risk capital, in CHF m		4,718	4,714	4,726	4,748	4,755	4,677	4,655	4,727	4,
Pre-tax return on average economic risk capital [1]		79.8%	85.5%	81.6%	82.9%	69.9%	84.5%	84.8%	79.8%	8

1) Calculated using a return excluding funding costs for allocated goodwill

Wealth Management income statement (unaudited)

	12 months										
in CHF m	**2003**	**2004**	**2005**	**1Q2004**	**2Q2004**	**3Q2004**	**4Q2004**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Net interest income	**1,333**	**1,569**	**1,625**	**380**	**388**	**397**	**404**	**411**	**401**	**417**	**396**
Total noninterest revenues	**4,688**	**5,083**	**5,500**	**1,417**	**1,326**	**1,134**	**1,206**	**1,294**	**1,287**	**1,447**	**1,472**
Net revenues	**6,021**	**6,652**	**7,125**	**1,797**	**1,714**	**1,531**	**1,610**	**1,705**	**1,688**	**1,864**	**1,868**
Provision for credit losses	**13**	**(5)**	**25**	**7**	**(9)**	**(1)**	**(2)**	**3**	**16**	**4**	**2**
Compensation and benefits	2,103	2,071	2,367	584	562	493	432	589	575	607	596
Other expenses	1,888	2,007	2,072	478	509	484	536	470	503	532	567
Restructuring charges	12	(3)	0	(2)	0	(1)	0	0	0	0	0
Total operating expenses	**4,003**	**4,075**	**4,439**	**1,060**	**1,071**	**976**	**968**	**1,059**	**1,078**	**1,139**	**1,163**
Income from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of	**2,005**	**2,582**	**2,661**	**730**	**652**	**556**	**644**	**643**	**594**	**721**	**703**

accounting changes

	12 months									
	2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q20
Cost/income ratio	66.5%	61.3%	62.3%	59.0%	62.5%	63.7%	60.1%	62.1%	63.9%	61
Pre-tax margin	33.3%	38.8%	37.3%	40.6%	38.0%	36.3%	40.0%	37.7%	35.2%	38
Net new assets, in CHF bn	15.4	31.4	42.8	12.5	9.2	3.5	6.2	11.1	8.1	16
Gross margin on assets under management		117.4bp	112.6bp	129.5bp	120.3bp	107.2bp	112.9bp	117.2bp	110.0bp	114
Net margin (pre-tax) on assets under management		45.6bp	42.0bp	52.6bp	45.8bp	38.9bp	45.1bp	44.2bp	38.7bp	44

Corporate & Retail Banking income statement (unaudited)

	12 months										
in CHF m	**2003**	**2004**	**2005**	**1Q2004**	**2Q2004**	**3Q2004**	**4Q2004**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Net interest income	**2,319**	**2,082**	**2,092**	**538**	**527**	**514**	**503**	**512**	**523**	**529**	**528**
Total noninterest revenues	**906**	**1,217**	**1,278**	**227**	**409**	**290**	**291**	**323**	**313**	**323**	**319**
Net revenues	**3,225**	**3,299**	**3,370**	**765**	**936**	**804**	**794**	**835**	**836**	**852**	**847**
Provision for credit losses	**391**	**122**	**(96)**	**48**	**60**	**20**	**(6)**	**(19)**	**(44)**	**(10)**	**(23)**
Compensation and benefits	1,144	1,083	1,221	283	309	277	214	318	301	311	291
Other expenses	1,012	959	940	211	246	247	255	205	243	235	257
Total operating expenses	**2,156**	**2,042**	**2,161**	**494**	**555**	**524**	**469**	**523**	**544**	**546**	**548**
Income from continuing operations before taxes, minority interests, extraordinary	**678**	**1,135**	**1,305**	**223**	**321**	**260**	**331**	**331**	**336**	**316**	**322**

items and cumulative effect of accounting changes

	12 months										
	2003	**2004**	**2005**	**1Q2004**	**2Q2004**	**3Q2004**	**4Q2004**	**1Q2005**	**2Q2005**	**3Q2005**	**4**
Cost/income ratio	66.9%	61.9%	64.1%	64.6%	59.3%	65.2%	59.1%	62.6%	65.1%	64.1%	
Pre-tax margin	21.0%	34.4%	38.7%	29.2%	34.3%	32.3%	41.7%	39.6%	40.2%	37.1%	
Net new assets, in CHF bn	0.7	5.4	7.6	2.3	0.9	1.5	0.7	3.0	0.4	2.0	
Average economic risk capital, in CHF m		3,271	3,122	3,275	3,287	3,299	3,245	3,168	3,161	3,167	
Pre-tax return on average economic risk capital [1]		34.8%	41.9%	27.3%	39.1%	31.7%	40.9%	41.8%	42.6%	40.0%	

1) Calculated using a return excluding funding costs for allocated goodwill

Asset Management income statement (unaudited)

	12 months										
in CHF m	2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q2005	4Q2005
Net interest income	**(33)**	**(53)**	**(68)**	**(3)**	**(12)**	**(16)**	**(22)**	**(13)**	**(14)**	**(19)**	**(22)**
Commisions and fees	1,988	2,020	2,076	495	514	495	516	524	498	515	539
Trading revenues and realized gains/(losses) from investment securities, net	33	45	41	14	12	9	10	7	16	8	10
Other revenues	220	536	752	108	326	41	61	96	282	144	230
Total noninterest revenues	**2,241**	**2,601**	**2,869**	**617**	**852**	**545**	**587**	**627**	**796**	**667**	**779**
Net revenues	**2,208**	**2,548**	**2,801**	**614**	**840**	**529**	**565**	**614**	**782**	**648**	**757**
Compensation and benefits	830	948	947	208	212	237	291	225	217	253	252
Other expenses	1,091	784	848	188	185	200	211	181	208	195	264
of which commission expenses	330	308	295	82	69	81	76	63	79	67	86
Total operating expenses	**1,921**	**1,732**	**1,795**	**396**	**397**	**437**	**502**	**406**	**425**	**448**	**516**
Income from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**287**	**816**	**1,006**	**218**	**443**	**92**	**63**	**208**	**357**	**200**	**241**

Excluding minority interest revenues/expenses relating primarily to consolidated entities in which the Group does not have a significant economic interest

Asset Management revenue disclosure (unaudited)

	12 months										
in CHF m	2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q2005	4Q2005

Asset management and administrative revenues	1,722	1,772	1,909	446	436	420	470	472	476	459	502
Private equity commission income	263	256	194	65	70	76	45	57	40	50	47
Net revenues before private equity gains	**1,985**	**2,028**	**2,103**	**511**	**506**	**496**	**515**	**529**	**516**	**509**	**549**
Private equity gains	223	520	698	103	334	33	50	85	266	139	208
Net revenues	**2,208**	**2,548**	**2,801**	**614**	**840**	**529**	**565**	**614**	**782**	**648**	**757**

	12 months										
	2003	**2004**	**2005**	**1Q2004**	**2Q2004**	**3Q2004**	**4Q2004**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Cost/income ratio	87.0%	68.0%	64.1%	64.5%	47.3%	82.6%	88.8%	66.1%	54.3%	69.1%	68.
Pre-tax margin	13.0%	32.0%	35.9%	35.5%	52.7%	17.4%	11.2%	33.9%	45.7%	30.9%	31.8
Net new assets	(9.8)	0.7	19.6	0.6	2.6	0.6	(3.1)	3.9	11.4	5.1	(0.8
of which private equity	0.8	(9.1)	4.6	(0.7)	(2.9)	(3.1)	(2.4)	0.1	1.7	1.5	1.
Gross margin on assets under management		54.6bp	54.5bp	52.9bp	71.4bp	45.3bp	48.6bp	52.1bp	62.8bp	49.4bp	54.
management		13.2bp	15.1bp	14.6bp	28.5bp	6.2bp	3.4bp	13.9bp	21.8bp	11.9bp	13.4
Average economic risk capital, in CHF m		961	1,118	1,010	971	955	926	939	1,046	1,191	1,311
Pre-tax return on average economic risk capital		92.1%	98.0%	92.5%	189.0%	46.8%	34.4%	97.1%	143.7%	75.2%	82.

1) Calculated using a return excluding funding costs for allocated goodwill

Winterthur income statement (unaudited)

	12 months						
in CHF m	**2003**	**2004**	**2005**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Gross premiums written	**21,822**	**20,740**	**20,949**	**9,955**	**3,776**	**3,561**	**3,657**
Net premiums earned	**21,234**	**20,254**	**20,651**	**7,489**	**4,324**	**4,360**	**4,478**
gains/(losses)	6,553	6,883	8,196	1,852	2,020	2,601	1,723
Other revenues, including fees	260	517	619	144	165	130	180
Net revenues	**28,047**	**27,654**	**29,466**	**9,485**	**6,509**	**7,091**	**6,381**
Policyholder benefits incurred	20,314	19,292	19,328	7,196	3,761	4,258	4,113
balances	1,452	1,453	2,452	324	661	1,116	351
Dividends to policyholders incurred	2,258	1,281	1,482	464	552	138	328
Provision for credit losses	23	(6)	5	(2)	2	(3)	8
Total benefits, claims, dividends and credit losses	**24,047**	**22,020**	**23,267**	**7,982**	**4,976**	**5,509**	**4,800**
Insurance underwriting and acquisition expenses	2,190	1,969	2,169	497	501	713	458
Administration expenses	2,214	2,117	2,099	529	502	549	519
Other expenses	901	541	336	58	93	67	118
Goodwill impairment	1,510	0	0	–	–	–	–
Restructuring charges	122	88	5	1	0	0	4
Total operating expenses	**6,937**	**4,715**	**4,609**	**1,085**	**1,096**	**1,329**	**1,099**
Income/(loss) from continuing operations before taxes, minority interests and cumulative effect of accounting changes	**(2,937)**	**919**	**1,590**	**418**	**437**	**253**	**482**
Income tax expense/(benefit)	(1,234)	125	446	132	180	(63)	197
Minority interests	(47)	46	82	25	16	21	20
Income/(loss) from continuing operations before cumulative effect of accounting changes	**(1,656)**	**748**	**1,062**	**261**	**241**	**295**	**265**
Income/(loss) from discontinued operations, net of tax	(220)	(21)	6	(10)	12	(9)	13
Cumulative effect of accounting changes, net of tax	(533)	1	0	–	–	–	–
Net income/(loss)	**(2,409)**	**728**	**1,068**	**251**	**253**	**286**	**278**
Total business volume	26,900	27,219	28,016	11,450	5,437	5,446	5,683

Return on equity, in %	(0.3%)	9.1%	11.9%	12.0%	11.3%	11.9%	11.4%
Shareholders's equity	7,766	8,242	9,695	8,506	9,433	9,744	9,695

Life & Pensions income statement (unaudited)

	12 months						
in CHF m	**2003**	**2004**	**2005**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q200**
Gross premiums written	**12,900**	**11,940**	**12,221**	**5,428**	**2,234**	**2,226**	**2,333**
Net premiums earned	**12,774**	**11,843**	**12,146**	**5,391**	**2,210**	**2,212**	**2,333**
gains/(losses)	5,856	6,086	7,473	1,666	1,844	2,395	1,568
Other revenues, including fees	305	537	536	138	134	120	144
Net revenues	**18,935**	**18,466**	**20,155**	**7,195**	**4,188**	**4,727**	**4,045**
Total benefits, claims, dividends and credit losses	**17,599**	**15,854**	**17,367**	**6,494**	**3,525**	**3,938**	**3,410**
Insurance underwriting and acquisition expenses	752	550	730	149	148	332	101
Administration expenses	1,093	1,017	1,014	255	232	252	275
Other expenses (incl. restructuring and goodwill imp.)	1,732	108	142	22	44	32	44
Total operating expenses	**3,577**	**1,675**	**1,886**	**426**	**424**	**616**	**420**
Income/(loss) from continuing operations before taxes, minority interests and cumulative effect of accounting changes	**(2,241)**	**937**	**902**	**275**	**239**	**173**	**215**
Total business volume	17,914	18,359	19,270	6,920	3,890	4,108	4,352
Expense ratio	10.3%	8.5%	9.1%	5.8%	9.8%	14.2%	8.6%

Non-Life income statement (unaudited)

	12 months						
in CHF m	**2003**	**2004**	**2005**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Gross premiums written	**8,880**	**8,782**	**8,726**	**4,522**	**1,545**	**1,324**	**1,335**
Net premiums earned	**8,253**	**8,296**	**8,369**	**2,067**	**2,075**	**2,113**	**2,114**
gains/(losses)	717	724	716	203	155	215	143
Other revenues, including fees	2	62	128	16	46	27	39
Net revenues	**8,972**	**9,082**	**9,213**	**2,286**	**2,276**	**2,355**	**2,296**
Total benefits, claims, dividends and credit losses	**6,125**	**5,882**	**5,812**	**1,447**	**1,439**	**1,543**	**1,383**
Insurance underwriting and acquisition expenses	1,411	1,404	1,406	348	347	374	337
Administration expenses	947	944	918	223	220	247	228
Other expenses (incl. restructuring)	195	152	91	(4)	35	18	42
Total operating expenses	**2,553**	**2,500**	**2,415**	**567**	**602**	**639**	**607**
Income from continuing operations before taxes, minority interests and cumulative effect of accounting changes	**294**	**700**	**986**	**272**	**235**	**173**	**306**
Combined ratio	101.7%	98.2%	96.0%	96.7%	95.6%	101.2%	90.5%
– Claims ratio	73.1%	69.9%	68.2%	69.1%	68.3%	71.8%	63.8%
– Expense ratio	28.6%	28.3%	27.8%	27.6%	27.3%	29.4%	26.7%

Other Activities income statement (unaudited)

	12 months						
in CHF m	**2003**	**2004**	**2005**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Gross premiums written	**324**	**242**	**227**	**192**	**7**	**27**	**1**
Net premiums earned	**208**	**120**	**133**	**31**	**40**	**33**	**29**
Net revenues	**257**	**170**	**158**	**32**	**35**	**42**	**49**
Total benefit claims, dividends and credit losses	**319**	**283**	**87**	**42**	**11**	**28**	**6**
Total operating expenses	**655**	**400**	**176**	**49**	**28**	**35**	**64**

Income/(loss) from continuing operations before taxes, minority interests and cumulative effect of accounting changes	**(717)**	**(513)**	**(105)**	**(59)**	**(4)**	**(21)**	**(21)**

Winterthur Corporate Center income statement (unaudited)

	12 months						
in CHF m	**2003**	**2004**	**2005**	**1Q2005**	**2Q2005**	**3Q2005**	**4Q2005**
Gross premiums written	**(282)**	**(224)**	**(225)**	**(187)**	**(10)**	**(16)**	**(12)**
Net premiums earned	**(1)**	**(5)**	**3**	**0**	**(1)**	**2**	**2**
Net revenues	**(117)**	**(64)**	**(60)**	**(28)**	**10**	**(33)**	**(9)**
Total benefit claims, dividends and credit losses	**4**	**1**	**1**	**(1)**	**1**	**0**	**1**
Total operating expenses	**152**	**140**	**132**	**43**	**42**	**39**	**8**
Income/(loss) from continuing operations before taxes, minority interests and cumulative effect of accounting changes	**(273)**	**(205)**	**(193)**	**(70)**	**(33)**	**(72)**	**(18)**

Corporate Center income statement (unaudited)

in CHF m	12 months 2003	2004	2005	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q2005	4Q2005
Net revenues	**(255)**	**908**	**1,990**	**96**	**580**	**179**	**53**	**265**	**696**	**479**	**550**
Policyholder benefits, claims and dividends	0	(1)	48	0	0	0	(1)	1	15	38	(6
Provision for credit losses	6	2	(1)	1	1	0	0	1	(2)	1	(1
Total benefits, claims and credit losses	**6**	**1**	**47**	**1**	**1**	**0**	**(1)**	**2**	**13**	**39**	**(7**
expenses	(7)	(12)	9	(3)	(2)	(6)	(1)	4	4	(1)	2
Banking compensation and benefits	84	83	815	21	6	46	10	30	28	51	706
Other expenses	94	113	68	(10)	76	(11)	58	(71)	(9)	(50)	198
Restructuring charges	1	(1)	(1)	0	0	(1)	0	(1)	1	0	(1
Total operating expenses	**172**	**183**	**891**	**8**	**80**	**28**	**67**	**(38)**	**24**	**0**	**905**
Income/(loss) from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**(433)**	**724**	**1,052**	**87**	**499**	**151**	**(13)**	**301**	**659**	**440**	**(348**

Overview of segment results (unaudited)

2005, in CHF m	Investment Banking	Private Banking	Asset Management	Winterthur	Corporate Center	Credit Suisse Group
Net revenues	**15,547**	**10,495**	**2,801**	**29,466**	**1,990**	**60,299**
Policyholder benefits, claims and dividends	–	–	–	23,262	48	23,310
Provision for credit losses	(73)	(71)	0	5	(1)	(140)
Total benefits, claims and credit losses	**(73)**	**(71)**	**0**	**23,267**	**47**	**23,170**
Insurance underwriting, acquisition and administration expenses	–	–	–	4,268	9	4,277
Banking compensation and benefits	8,621	3,588	947	–	815	13,971
Other expenses	5,400	3,012	848	336	68	9,664
Restructuring charges	0	0	0	5	(1)	4
Total operating expenses	**14,021**	**6,600**	**1,795**	**4,609**	**891**	**27,916**
Income from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**1,599**	**3,966**	**1,006**	**1,590**	**1,052**	**9,213**
Income tax expense/(benefit)						1,354
Minority interests, net of tax						2,030
Income from continuing operations before extraordinary items and cumulative effect of accounting changes						**5,829**
Income/(loss) from discontinued operations, net of tax						7
Cumulative effect of accounting changes, net of tax						14
Net income						**5,850**

2004, in CHF m	Investment Banking	Private Banking	Asset Management	Winterthur	Corporate Center	Credit Suisse Group
Net revenues	**13,741**	**9,952**	**2,548**	**27,654**	**908**	**54,803**
Policyholder benefits, claims and dividends	—	—	—	22,026	(1)	22,025
Provision for credit losses	(34)	116	0	(6)	2	78
Total benefits, claims and credit losses	**(34)**	**116**	**0**	**22,020**	**1**	**22,103**
Insurance underwriting, acquisition and administration expenses	—	—	—	4,086	(12)	4,074
Banking compensation and benefits	7,765	3,155	948	—	83	11,951
Other expenses	3,987	2,966	784	541	113	8,391
Restructuring charges	0	(2)	0	88	(1)	85
Total operating expenses	**11,752**	**6,119**	**1,732**	**4,715**	**183**	**24,501**
Income from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**2,023**	**3,717**	**816**	**919**	**724**	**8,199**
Income tax expense/(benefit)						1,417
Minority interests, net of tax						1,127
Income from continuing operations before extraordinary items and cumulative effect of accounting changes						**5,655**
Income/(loss) from discontinued operations, net of tax						(21)
Cumulative effect of accounting changes, net of tax						(6)

Net income	**5,628**

2003, in CHF m	**Investment Banking**	**Private Banking**	**Asset Management**	**Winterthur**	**Corporate Center**	**Credit Suisse Group**
Net revenues	**13,024**	**9,246**	**2,208**	**28,047**	**(255)**	**52,270**
Policyholder benefits, claims and dividends				24,024	0	24,024
Provision for credit losses	167	404	0	23	6	600
Total benefits, claims and credit losses	**167**	**404**	**0**	**24,047**	**6**	**24,624**
Insurance underwriting, acquisition and administration expenses				4,404	(7)	4,397
Banking compensation and benefits	6,881	3,247	830		84	11,042
Other expenses	3,958	2,900	1,091	901	94	8,944
Goodwill impairment	0	0	0	1,510	0	1,510
Restructuring charges	0	12	0	122	1	135
Total operating expenses	**10,839**	**6,159**	**1,921**	**6,937**	**172**	**26,028**
Income/(loss) from continuing operations before taxes, minority interests, extraordinary items and cumulative effect of accounting changes	**2,018**	**2,683**	**287**	**(2,937)**	**(433)**	**1,618**
Income tax expense/(benefit)						(14)
Dividends on preferred securities for consolidated entities						133
Minority interests, net of tax						(31)
Income from continuing operations before extraordinary items and cumulative effect of accounting changes						**1,530**
Income/(loss) from discontinued operations, net of tax						(201)
Extraordinary items, net of tax						7
Cumulative effect of accounting changes, net of tax						(566)
Net income						**770**

Assets under management

in CHF bn	31.12.03	31.03.04	30.06.04	30.09.04	31.12.04	31.03.05	30.06.05	30.09.05	31.12.05
Investment Banking	12.9	17.6	16.3	16.5	15.2	16.1	14.2	14.4	14.5
Private Banking	654.4	691.0	688.5	694.5	691.5	724.5	763.7	812.6	837.6
Wealth Management	539.0	571.0	568.6	573.4	567.8	596.1	631.7	673.3	693.3
Corporate & Retail Banking	115.4	120.0	119.9	121.1	123.7	128.4	132.0	139.3	144.3
Asset Management	454.7	474.8	466.9	467.7	462.5	480.6	515.4	533.3	589.4
Winterthur	139.2	144.4	142.7	141.2	139.6	144.7	149.9	152.9	153.3
Less assets managed on behalf of other segments	(80.1)	(86.5)	(87.1)	(87.7)	(88.1)	(94.3)	(102.0)	(108.6)	(110.5)
Credit Suisse Group	**1,181.1**	**1,241.3**	**1,227.3**	**1,232.2**	**1,220.7**	**1,271.6**	**1,341.2**	**1,404.6**	**1,484.3**
of which discretionary	585.9	618.9	608.4	608.2	595.8	620.7	662.4	684.9	742.5
of which advisory	595.2	622.4	618.9	624.0	624.9	650.9	678.8	719.7	741.8

Net new assets

in CHF bn	2003	1Q2004	2Q2004	3Q2004	4Q2004	1Q2005	2Q2005	3Q2005	4Q2005
Investment Banking	1.5	1.8	(0.6)	0.2	0.2	(0.5)	(1.5)	0.0	0.0
Private Banking	16.1	14.8	10.1	4.9	7.0	14.1	8.6	18.8	8.9
Wealth Management	15.4	12.5	9.2	3.4	6.3	11.1	8.1	16.8	6.8
Corporate & Retail Banking	0.7	2.3	0.9	1.5	0.7	3.0	0.5	2.0	2.1
Asset Management	(9.8)	0.6	2.6	0.6	(3.1)	3.9	11.4	5.1	(0.8)
Winterthur	(0.3)	2.1	0.1	0.4	(1.4)	2.8	0.3	0.3	(0.2)
Less net new assets managed on behalf of other segment	(2.5)	(3.7)	(3.1)	(1.4)	0.8	(4.9)	(2.6)	(5.2)	(0.1)
Credit Suisse Group	**5.0**	**15.6**	**9.1**	**4.7**	**3.5**	**15.4**	**16.2**	**19.0**	**7.8**

Client assets

in CHF bn	31.12.03	31.03.04	30.06.04	30.09.04	31.12.04	31.03.05	30.06.05	30.09.05	31.12.05
Investment Banking	84.6	97.9	94.8	95.7	95.1	104.5	112.6	108.3	69.6
Private Banking	737.7	777.6	780.2	779.4	780.0	814.8	866.9	921.1	951.9
Asset Management	460.7	480.7	472.6	473.4	468.5	486.8	521.7	539.9	596.0
Winterthur	139.2	144.4	142.7	141.2	139.6	144.7	149.9	152.9	153.3
Less client assets managed on behalf of other segments	(80.1)	(86.5)	(87.1)	(87.7)	(88.1)	(94.3)	(102.0)	(108.6)	(110.5)
Credit Suisse Group	**1,342.1**	**1,414.1**	**1,403.2**	**1,402.0**	**1,395.1**	**1,456.5**	**1,549.1**	**1,613.6**	**1,660.3**

Reporting and targets under new
structure

London

April 11, 2006

Renato Fassbind, CFO Credit Suisse Group

Disclaimer

Cautionary statement regarding forward-looking information

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements involve inherent risks and uncertainties, and we might not be able to achieve the predictions, forecasts, projections and other outcomes we describe or imply in forward-looking statements.

A number of important factors could cause results to differ materially from the plans, objectives, expectations, estimates and intentions we express in these forward-looking statements, including those we identify in "Risk Factors" in our Annual Report on Form 20-F for the fiscal year ended December 31, 2005 filed with the US Securities and Exchange Commission, and in other public filings and press releases.

We do not intend to update these forward-looking statements except as may be required by applicable laws.

Agenda

Introduction

Transition of 2005 results and 2007 net income targets to current reporting format

Economic Risk Capital (ERC)

Tier 1 ratio and Basel II implementation

Reporting structure from January 1, 2006

Reporting

Segments

Investment Banking

Private Banking

Asset Management

Winterthur

Corporate

Center

Additional business information

Credit Suisse Group

Asset Mgmt revenues

Private equity commissions and fees

Private equity gains

Life & Pensions

Additional revenue disclosure:

Wealth

Management

Corporate & Retail Banking

Additional revenue disclosure:

Non-Life

Other Activities

Corporate Center/ Eliminations

Underwriting

Advisory

Trading

Other

Banking business realignments
Overview

Private Banking,
Corporate & Retail
Banking

Wealth & Asset
Management

Trading execution

Discretionary mandates

Alternative Investments

Private client services (US)

Private
Banking

Asset
Management

Institutional Securities

Investment
Banking

**Segments
during 2005**

**Segments
from January 2006**

Small/mid-sized
pension funds (CH)

Private funds group

Banking business realignments

Description (1/2)

Trading
execution

Swiss-based trading execution and secondary
trading activities (equity, fixed income, foreign
exchange, precious metals)

Discretionary
mandates

Portfolio management private client mandates to
be combined with capabilities for institutional
mandates in Asset Management

Alternative
Investments

Product origination, structuring and management
activities reported/managed within Asset
Management

Marketing and sales activities remain within
Private Banking

Investment
Banking

Asset
Management

Asset
Management

Now reported
within

Banking business realignments

Description (2/2)

Private client services

US-based advisory business serving high-net-worth individuals and corporate investors with a wide range of proprietary and third-party investment management products and services

Small/mid-sized pension funds

Small and medium-size Swiss institutional pension fund clients managed and reported within Corporate & Retail Banking business

Private funds group

Raises capital on behalf of third-party and own managed hedge funds, private equity funds and real estate funds

Private Banking (Wealth Management business)

Private Banking (Corporate & Retail Banking business)

Investment Banking

Now reported within

Changes implemented with new reporting structure
Minority interests, internal commissions and other items

Minority
interests

Minority interest results relating primarily to entities in which the Group is considered to have a controlling interest, but has no significant economic interest, are reported as an accounting adjustment in Corporate Center

Internal
commissions

Internal commission payments were accounted for gross in Wealth & Asset Management and are now netted against revenues in Asset Management

Segments will be managed and reported on a pre-tax basis

Taxes, minority interests, extraordinary items, discontinued operations and cumulative effect of accounting changes will be reported on a consolidated group level

Other items

Unchanged financial targets for 2007

Includes CHF 0.2 bn after-tax cost synergies from banking integration

Segment contribution revised to reflect current reporting structure

Pre-tax income

4.0

4.6

1.1

1.7

(0.3)

> 11.1

(2.9)

> 8.2

Investment
Banking

Private
Banking

Asset
Management

Winterthur

Corporate
Center

**Pre-tax income
Credit Suisse
Group**

Taxes,
minority
interests

**Net income
Credit Suisse**

Group

in CHF bn

Agenda

Introduction

Transition of 2005 results and 2007 net income targets to current reporting format

Economic Risk Capital (ERC)

Tier 1 ratio and Basel II implementation

Private Banking and Corporate & Retail Banking become one segment

Private
Banking
Segment

Corporate
& Retail
Banking
Segment

Private Banking

Segment

01.01.2006

Wealth
Management

Corporate
& Retail
Banking

Business

transfers

= Transfers in / out

in

out

/

Transition from former Private Banking and Corporate & Retail Banking segments to Private Banking segment

1)

1) Target for 2007

2) Calculated using a return excluding funding costs for allocated goodwill

Net revenues

7.7

3.5

(0.7)

10.5

Total operating expenses

4.4

2.2

6.6

Pre-tax income

3.3

1.4

(0.7)

4.0

> 4.6

Cost/income ratio in %

57.3

63.2

62.9

Pre-tax margin in %

42.3

39.6

37.8

Pre-tax return on average ERC in %2)

85.5

Average ERC in CHF m

4,714

Assets under Mgmt in CHF bn

659.3

57.8

120.5

837.6

Net new assets in CHF bn

42.7

2.0

5.7

50.4

Corporate

Medium-

2005

Private

& Retail

Private

term

in CHF bn, except where indicated

Banking

Banking

in/out

Banking

target

= Transfers in / out

TE = Trading execution; PCS = Private client services

in

out

/

Transition from former Private Banking segment to Wealth
Management business

1) Target for 2007

1)

Net revenues

7.7

(0.4)

0.3

(0.5)

7.1

Total operating expenses

4.4

(0.2)

0.4

(0.2)

4.4

Pre-tax income

3.3

(0.2)

(0.1)

(0.3)

2.7

> 3.3

Cost/income ratio in %

57.3

62.3

Pre-tax margin in %

42.3

37.3

> 40

Gross margin in bp

129.2

112.6

Net margin (pre-tax) in bp

54.7

42.0

Assets under Mgmt in CHF bn

659.3

74.0

(40.0)

693.3

Net new assets in CHF bn

42.7

6.8

(6.7)

42.8

Net new assets in % of AuM

7.9

7.5

> 6

Medium-

2005

Private

TE

PCS

other

Wealth

term

in CHF bn, except where indicated

Banking

out

in

in/out

Mgmt

target

Change to gross margin

2005 Private
Banking

Trading
execution

Private client
services

Other

Wealth
Management

business

129.2

(6.4)

(9.0)

(1.3)

112.6

in basis points

(4.4)

4.5

Discretionary
mandates

Alternative
Investments

out

out

out

in

in/out

= Transfers in / out

in

out

/

Transition from former Corporate & Retail Banking segment to
Corporate & Retail Banking business

1)

TE = Trading execution

1) Target for 2007

2) Calculated using a return excluding funding costs for allocated goodwill

Net revenues

3.5

(0.2)

0.1

3.4

Total operating expenses

2.2

(0.1)

0.1

2.2

Pre-tax income

1.4

(0.1)

0.0

1.3

> 1.3

Cost/income ratio in %

63.2

64.1

Pre-tax margin in %

39.6

38.7

> 35

Pre-tax return on average ERC in % [2)]

41.9

> 35

Average ERC in CHF m

3,122

Assets under Mgmt in CHF bn

57.8

86.5

144.3

Net new assets in CHF bn

2.0

5.6

7.6

Corporate

Corporate

Medium-

2005

& Retail

TE

other

& Retail

term

in CHF bn, except where indicated

Banking

out

in/out

Banking

target

= Transfers in / out

in

out

/

1) Excluding CHF 379 m in minority interest revenues and
CHF 8 m in minoritiy interest expenses relating primarily to the FIN 46R consolidation
2) Excluding the charge to increase the reserve for certain private litigation of CHF 960 m before tax
3) Target for 2007
4) Calculated using a return excluding funding costs for allocated goodwill

Transition from former Institutional Securities segment to
Investment Banking segment

TE = Trading execution

3)

1)

Net revenues

14.7

0.6

0.2

15.5

Total operating expenses 2)

12.7

0.3

0.1

13.1

Pre-tax income 2)

2.1

0.3

0.2

2.6

> 4.0

Cost/income ratio in % [2)]

86.1

84.0

Comp/revenue ratio in %

56.1

55.5

Pre-tax margin in % [2)]

14.4

16.5

> 20

Pre-tax return on average ERC in % [2) 4)]

21.9

> 25

Average ERC in CHF m

13,246

Medium-

2005

Institutional

TE

other

Investment

term

in CHF bn, except where indicated

Securities

in

in/out

Banking

target

= Transfers in / out

in

out

/

1) Excluding CHF 1,695 m in minority interest revenues
and CHF 24 m in minoritiy interest expenses
relating primarily to the FIN 46R consolidation
2) Target for 2007

Transition from former Wealth & Asset Management segment to
Asset Management segment

PCS = Private client services

2)

1)

Net revenues

3.5

(0.3)

(0.4)

2.8

Total operating expenses

2.7

(0.4)

(0.5)

1.8

Pre-tax income

0.8

0.1

0.1

1.0

> 1.1

Cost/income ratio in %

75.2

64.1

Pre-tax margin in %

24.8

35.9

> 35

Assets under Mgmt in CHF bn

608.8

(74.0)

54.6

589.4

Net new assets in CHF bn

11.5

(6.8)

14.9

19.6

Net new assets in % of AuM

2.4

4.2

Wealth

Medium-

2005

& Asset

PCS

other

Asset

term

in CHF bn, except where indicated

Mgmt

out

in/out

Mgmt

target

Asset Management - additional revenue disclosure

Private equity investments are an integral part of the business, albeit lumpy and cyclical

2005 gains to be considered at a high level of the cycle

At year-end 2005, CHF 26 bn of external private equity funds under management and CHF 1.3 bn of direct private equity investments

Asset management revenues

1,909

1,772

1,722

Private equity commissions and fees

194

256

263

Net revenues before private equity gains

2,103

2,028

1,985

Private equity gains

698

520

223

Net revenues

2,801

2,548

2,208

in CHF m

2005

2004

2003

1) Excluding CHF 2,074 m in minority interest revenues and
CHF 32 m in minoritiy interest expenses relating primarily to the FIN 46R consolidation
2) Excluding the charge of CHF 630 m for the change in treatment for share-based compensation awards

Transition from former Corporate Center & Adjustments to Corporate Center

Pre-tax income [1] [2]

(0.5)

0.1

(0.4)

(0.3)

Corporate

2005

Center &

other

Corporate

2007

in CHF bn, except where indicated

Adjustments

in/out

Center

Target

Winterthur becomes one segment

Life &
Pension
Segment

Non-Life
Segment

Winterthur

Segment

01.01.2006

Winterthur

Winterthur s businesses
as of January 1, 2006

Life and pension
operations in
Europe and Asia

Long-term German
health business

Motor, property,
liability, accident
and non-German
health operations
in Europe and the
US

Closed Portfolio
Management
(centrally managed
portfolios in
run-off)

Centrally managed
reinsurance

Winterthur corporate
center costs

Financing costs

Eliminations and
adjustments

Corporate Center/

Eliminations

Other
Activities

Non-Life

Life &
Pensions

NL = Non-Life; OA = Other Activities; CC/E = Winterthur Corporate Center/Eliminations

Transition from former Life & Pensions segment
to Life & Pensions business

Net revenues

18.2

2.0

20.2

Total benefits, claims and dividends

15.6

1.8

17.4

Total operating expenses

1.9

0.1

(0.1)

1.9

Income from continuing operations

before taxes

0.7

0.1

0.1

0.9

Total business volume

17.7

19.3

Expense ratio in %

9.9

9.0

Investment return in %

4.9

4.9

2005

Life &

NL

OA

CC/E

Life &

in CHF bn, except where indicated

Pensions

in

out

in/out

Pensions

1) Reclassifications mainly related to discontinued operations of individual health business Switzerland

Transition from former Non-Life segment to Non-Life business

LP = Life & Pensions; OA = Other Activities; CC/E = Winterthur Corporate Center/Eliminations

1)

Gross premiums written

10.7

(0.3)

(1.6)

(0.2)

0.1

8.7

Net revenues

11.7

(0.4)

(2.0)

(0.1)

9.2

Total benefits, claims and dividends

7.9

(0.2)

(1.8)

(0.1)

5.8

Total operating expenses

2.9

(0.2)

(0.1)

(0.1)

(0.1)

2.4

Income from continuing operations

before taxes

0.9

(0.1)

0.1

0.1

1.0

Combined ratio in %

96.6

96.0

Claims ratio in %

72.0

68.2

Expense ratio in %

24.6

27.8

Investment return in %

4.2

3.9

2005

Adj.

LP

OA

CC/E

in CHF bn, except where indicated

Non-Life

in

out

in/out

Non-Life

Winterthur segment
Overview

1) Including corporate center costs of CHF 128 m

2) Individual health business Switzerland classified under discontinued operations

LP = Life & Pensions; NL = Non-Life; OA = Other Activities; CC/E = Winterthur Corporate Center/Eliminations

Businesses

1))

Net revenues

29.5

20.2

9.2

0.2

(0.1)

Total benefits, claims and dividends

23.3

17.4

5.8

0.1

Total operating expenses

4.6

1.9

2.4

0.2

0.1

Income from continuing

operations before taxes2)

1.6

0.9

1.0

(0.1)

(0.2)

Return on equity

11.9

Total business volume

28.0

19.3

8.7

0.3

(0.3)

2005

Winterthur

in CHF bn, except where indicated

Segment

LP

NL

OA

CC/E

2005

Key performance targets overview

Mid-term targets

Investment Banking

Private Banking

Asset Management

Wealth Management

Corporate & Retail Banking

Credit Suisse Group consolidated

1) 16.5 % excluding the litigation charge of CHF 960 m before tax; 2) 21.9 % excluding the litigation charge of CHF 960 m before tax;
3) 18.0 % excluding the charge of CHF 624 m after tax for litigation provisions and the charge of CHF 421 m after tax in relation to the change in accounting for share-based compensation; 4) Calculated using a return excluding funding costs for allocated goodwill

1)

2)

3)

Pre-tax margin

10.3 %

> 20 %

Pre-tax return on average ERC [4)]

14.7 %

> 25 %

Pre-tax margin

37.3 %

> 40 %

Net new assets in % of AuM

7.5 %

> 6 %

Pre-tax margin

38.7 %

> 35 %

Pre-tax return on average ERC [4)]

41.9 %

> 35 %

Pre-tax margin

35.9 %

> 35 %

BIS Tier 1 ratio

11.3 %

~ 10 %

Return on equity

15.4 %

> 20 %

Agenda

Introduction

Transition of 2005 results and 2007 net income targets to current reporting format

Economic Risk Capital (ERC)

Tier 1 ratio and Basel II implementation

Economic Risk Capital (ERC) at Credit Suisse Group

Application and disclosure of ERC-based measures is becoming a widely recognized standard within the industry

ERC has been an integral part of risk, capital and performance measurement at Credit Suisse for over 5 years

Credit Suisse has adopted harmonized performance measurement approach across the banking business

Credit Suisse will begin disclosing average ERC and Return on ERC for its banking segments externally from first quarter 2006

Return on Economic Risk Capital (RoERC)

Risk, capital and performance measurement and management

Consistent measure based on pure economic risk perspective

Provide appropriate signals to management about risk changes and business performance

Support capital resource allocation/re-allocation decisions

Used in the assessment of incremental transactions

Allows performance measurement at a granular level

Objective

Benefits

Return
on ERC

Considers returns against a pure risk-adjusted capital

Calculation

Pre tax-income *

Average ERC

* excluding funding costs for allocated goodwill

ERC by segment
Average ERC 2005, in CHF bn

26.7

28.6

1.8

(2.9)

1.1

19.1

13.3

4.7

8.7

Investment

Banking

Private

Banking

Asset

Mgmt

Total

Banking

Winterthur

CC

Residual

unallocated

diversification

benefit

Total

ERC at
year-end

Pre-tax return on average ERC in %[1]:

14.7[2]	85.5	98.0	37.1[3]

1) Calculated using a return excluding funding costs for allocated goodwill;
2) 21.9 % excluding the litigation charge of CHF 960 m before tax; 3) 42.1 % excluding the litigation charge of CHF 960 m before tax

CRB = Corporate & Retail Banking

Of which CRB:

Average ERC: 3.1

RoERC: 41.9%

Agenda

Introduction

Transition of 2005 results and 2007 net income targets to current reporting format

Economic Risk Capital (ERC)

Tier 1 ratio and Basel II implementation

Tier 1 ratio and Basle II implementation

Target tier 1 ratio of ~10 % under current rules and regulations (Basle I)

Preliminary impact analysis on Basle II suggests overall negative effect on Credit Suisse Group consolidated Tier 1 ratio

Negative effect on Investment Banking business offset in part by positive effect resulting from Private Banking operations

Launched series of initiatives to try to mitigate negative impact mainly within Investment Banking

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CREDIT SUISSE GROUP
(Registrant)

By: /s/ Urs Rohner
Name: URS ROHNER
Title: GENERAL COUNSEL

By: /s/ Charles Naylor
Name: CHARLES NAYLOR
Title: HEAD OF CORPORATE COMMUNICATIONS

Date: April 11, 2006